

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 205

**SUPPLEMENTAL DECLARATION OF BRIAN M. RESNICK IN
SUPPORT OF THE APPLICATION OF DEBTORS FOR AUTHORITY
TO EMPLOY AND RETAIN DAVIS POLK & WARDWELL LLP AS
ATTORNEYS FOR THE DEBTORS *NUNC PRO TUNC* TO THE
PETITION DATE**

Brian M. Resnick, in support of the *Application of Debtors for Authority To Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 205] dated September 18, 2024 (the “**Application**”),² declares as follows:

1. I am a partner of Davis Polk & Wardwell LLP (“**Davis Polk**” or the “**Firm**”), a law firm with its principal office at 450 Lexington Avenue, New York, New York 10017 and other offices in Washington, D.C., Northern California, London, Madrid, Brussels, São Paulo, Tokyo, Beijing, and Hong Kong.

2. I submit this supplemental declaration (the “**Supplemental Declaration**”) to

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

supplement my Initial Declaration (as defined below) that was submitted in connection with Davis Polk's retention in these chapter 11 cases. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

3. On September 9, 2024 (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. On September 18, 2024, the Debtors filed the Application and attached thereto as Exhibit A was the *Declaration of Brian M. Resnick in Support of the Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* (the "**Initial Declaration**").

5. I submit this Supplemental Declaration at the request of the U.S. Trustee to disclose certain additional information regarding Davis Polk's proposed retention in these chapter 11 cases as it relates to a 1% Potential Party in Interest.

6. Bank of America Corporation ("**Bank of America**"), an entity disclosed in the Application as a 1% Potential Party in Interest, is a lender under each of the Prepetition ABL Facility and the DIP ABL Facility.

7. If a contested matter or litigation adverse to the Prepetition ABL Agent or the DIP ABL Agent in connection with the Prepetition ABL Facility or the DIP ABL Facility were to arise during the course of these chapter 11 cases, Davis Polk could represent the Debtors in such a matter or litigation without obtaining a conflicts waiver from Bank of America.

8. Davis Polk does not currently anticipate that any actions, suits, proceedings or disputes against Bank of America that would necessitate the use of conflicts counsel will arise in these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this Declaration was executed on October 21, 2024.

Dated: October 21, 2024
New York, New York

By: /s/ Brian M. Resnick
Brian M. Resnick
Partner
Davis Polk & Wardwell LLP